

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

LAWRENCE ZUCKER, on Behalf of Himself and
all Others Similarly Situated,

Plaintiff,

v.

FEDERATED SHAREHOLDER SERVICES
COMPANY, JOHN F. DONAHUE, J.
CHRISTOPHER DONAHUE, LAWRENCE D.
ELLIS, THOMAS G. BIGLEY, JOHN T.
CONROY, JR., NICHOLAS P. CONSTANTAKIS,
JOHN F. CUNNINGHAM, PETER E. MADDEN,
CHARLES F. MANSFIELD, JR., JOHN E.
MURRAY, JR., MARJORIE P. SMUTS, JOHN S.
WALSH and FEDERATED SECURITIES CORP.,

Defendants.

Case Number: 05-11831 NMG

**DEFENDANTS' MOTION TO TRANSFER VENUE TO THE U.S. DISTRICT COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

Defendants Federated Shareholder Services Company and Federated Securities Corp. (collectively, "Federated") and Defendants John F. Donahue, J. Christopher Donahue, Lawrence D. Ellis, Thomas G. Bigley, John T. Conroy, Jr., Nicholas P. Constantakis, John F. Cunningham, Peter E. Madden, Charles F. Mansfield, Jr., John E. Murray, Jr., Marjorie P. Smuts, John S. Walsh (collectively, the "Trustee Defendants"), respectfully move this Court for an order to transfer this case pursuant to 28 U.S.C. §§ 1404(a) and 1406(a) to the U.S. District Court for the Western District of Pennsylvania. For all the reasons set forth in the accompanying Memorandum in Support, Defendants respectfully request that such transfer be ordered.

WHEREFORE, Defendants respectfully request that this Court enter an order transferring venue to the U.S. District Court for the Western District of Pennsylvania. A proposed order is submitted with this motion.

LOCAL RULE 7.1(A)(2) CERTIFICATION

Thomas J. Allen, on behalf of the Defendants, conferred in good faith with Eduard Korsinsky, counsel for plaintiffs, in an attempt to resolve or narrow the issues presented in this motion prior to filing, and counsel were unable to resolve or narrow the issues.

Dated: December 2, 2005

Respectfully submitted,

/s/ Stuart M. Glass
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